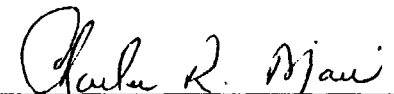


ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 05/01/95
Case Name: In Re: Ellis Thompson Corporation
Case Number: 14261-CL-P-134-A-86
Dep. Date: 04/28/95
Deponent: Charles Moir
Place: Washington, D.C.

CORRECTIONS:

<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
9	17-19	...understood it, was owned by Ellis Thompson. And we had a management agreement with Ellis Thompson to do basic cellular marketing customer service...	...understood it, was owned by Ellis Thompson. We had a management agreement with Ellis Thompson to do basic cellular marketing and customer service...	Clarification
20	18	Not to my knowledge. In Metrophone we...	Not to my knowledge. We...	Clarification



Signature of Deponent

6/27/95

Date of Signature

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

CC DOCKET NO. 94-136

- - - - - X

In re Application of :

ELLIS THOMPSON : File No.

CORPORATION : 14261-CL-P-134-A-86

- - - - - X

Washington, D.C.

Friday, April 28, 1995

Deposition of CHARLES R. MOIR, a
witness herein, called for examination by counsel
for Federal Communications Commission in the
above-entitled matter, pursuant to agreement, the
witness being duly sworn by JAN A. WILLIAMS, a
Notary Public in and for the District of
Columbia, taken at the offices of Gurman, Kurtis,
Blask & Freedman, Suite 500, 1400 16th Street,
N.W., Washington, D.C., 20036, at 10:05 a.m.,
Friday, April 28, 1995, and the proceedings being
taken down by Stenotype by JAN A. WILLIAMS and
transcribed under her direction.

1 APPEARANCES:

2

3 On behalf of the Wireless Telecommunications
4 Bureau of the Federal Communications
5 Commission:

6 JOSEPH PAUL WEBER, ESQ.

7 TERRENCE E. REIDELER, ESQ.

8 The Wireless Telecommunications Bureau
9 Federal Communications Commission

10 1919 M Street, N.W., Room 644

11 Washington, D.C. 20554

12 (202) 418-1317

13

14 On behalf of Ellis Thompson Corporation:

15 R. BRUCE BECKNER, ESQ.

16 Fleischman and Walsh

17 1400 16th Street, N.W.

18 Washington, D.C. 20036

19 (202) 939-7913

20

21

22

23

24

25

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1 APPEARANCES: (Continued)

2
3 On behalf of American Cellular Network
4 Corp.:

5 LOUIS GURMAN, ESQ.

6 Gurman, Kurtis, Blask & Freedman

7 Suite 500

8 1400 16th Street, N.W.

9 Washington, D.C. 20036

10 (202) 328-8200

11
12 On behalf of Telephone & Data Systems, Inc.:

13 HERBERT D. MILLER, JR., ESQ.

14 Koteen & Naftalin

15 1150 Connecticut Avenue

16 Washington, D.C. 20036

17 (202) 467-5700

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21
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23
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1

C O N T E N T S

2

THE WITNESS EXAMINATION BY COUNSEL FOR

3

CHARLES R. MOIR FEDERAL COMMUNICATIONS

4

COMMISSION

5

By Mr. Weber

5

6

7

E X H I B I T S

8

MOIR EXHIBIT NO.

PAGE NO.

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P R O C E E D I N G S

Whereupon,

CHARLES R. MOIR,

business address at Comcast Cellular Communications, Inc., 2540 Route 130, Suite 109, Cranberry, New Jersey, was called as a witness by counsel for Federal Communications Commission, and having been duly sworn by the Notary Public, was examined and testified as follows:

EXAMINATION BY COUNSEL FOR
FEDERAL COMMUNICATIONS COMMISSION

BY MR. WEBER:

Q. Good morning, Mr. Moir, my name is Joseph Weber and I represent the Wireless Telecommunications Bureau of the Federal Communications Commission.

Could you please state your name for the record.

A. My name is Charles Moir.

Q. Have you ever had your deposition taken before?

A. One time.

Q. So you understand the process. I'll be asking you questions this morning, I want you to answer as truthfully and fully as possible. Also

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1 be sure your answers are in a verbal form as the
2 court reporter cannot take down a shake of the
3 head or a nod.

4 Did you do anything to prepare for
5 today's deposition?

6 A. No, I did not.

7 Q. Did you review any documents?

8 A. I have reviewed some documents.

9 Q. Do you keep a regular correspondence
10 file of letters you send out?

11 A. Some of them, yes.

12 Q. What were the types of documents you
13 have reviewed?

14 A. I reviewed some documents that
15 Mr. Gurman showed me earlier in the week.

16 Q. Could you tell us what your educational
17 background is.

18 A. I have a B.A. degree from Virginia
19 Military Institute and some postgraduate work at
20 the University of Oklahoma and Golden Gate
21 University.

22 Q. And what did you study?

23 A. I studied history of VMI, public
24 administration at the University of Oklahoma, and
25 business administration at Golden Gate.

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1 Q. What is your current occupation?

2 A. I am the vice-president of Amcell
3 operations for Comcast Cellular Communications,
4 Inc.

5 Q. And how long have you been in this
6 position?

7 A. I've been in this position since
8 January 1994.

9 Q. What was your position immediately
10 before that position?

11 A. I was the general manager of the
12 Wilmington division for Comcast Cellular.

13 Q. How long were you in that position?

14 A. I was in that position since October of
15 1989.

16 Q. Were you employed with Comcast prior to
17 being general manager for the Wilmington
18 division?

19 A. No.

20 Q. Were you in the telecommunications
21 industry prior to that position?

22 A. Yes.

23 Q. What was your position?

24 A. I was the region general manager for
25 Contel Cellular in Virginia.

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1 Q. What is your current business address?

2 A. Current business address is 2540 Route
3 130, Suite 109 in Cranberry, New Jersey.

4 Q. What was your business address as
5 general manager in Wilmington?

6 A. The last business address was 18
7 Boulden Circle in Wilmington. Actually I think
8 it was in New Castle, Delaware, officially.

9 Q. As general manager in the Wilmington
10 division, what were your duties and
11 responsibilities?

12 A. Basically to oversee all the
13 operational aspects of the cellular operation in
14 Wilmington.

15 Q. Can you explain more fully what you
16 mean by oversee?

17 A. The sales and marketing efforts, the
18 attainment of new customers, the maintenance of
19 our existing base, being the customer service
20 operation. I also was over finance, human
21 resources, general administrative
22 responsibilities.

23 Q. And who did you report to in that
24 position?

25 A. I reported to Don Harris, the president

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1 of Comcast Cellular.

2 Q. Did any employees report to you?

3 A. Yes.

4 Q. How many?

5 A. Four or five, I mean I would have to
6 name them all for you.

7 Q. In that position as general manager of
8 the Wilmington division, did you have any or do
9 any work for the Atlantic City cellular system?

10 A. Do any work for the Atlantic City
11 system?

12 Q. Or which related to the Atlantic City
13 system.

14 A. Yes.

15 Q. Can you describe this work.

16 A. The Atlantic City system, the way I
17 understood it, was owned by Ellis Thompson. And
18 we had a management agreement with Ellis Thompson
19 to do basic cellular marketing customer service
20 activities for the Atlantic City area. And that
21 end of it came under my responsibility.

22 Q. The sales and marketing?

23 A. Yes.

24 Q. In your current position as
25 vice-president for Amcell operations, do you have

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1 any work which relates to the Atlantic City
2 system?

3 A. Not directly. It's indirectly under
4 me, but the general manager in Wilmington now
5 reports to me. So it's just one step removed.

6 Q. You mentioned the name Ellis Thompson.
7 Do you know Ellis Thompson?

8 A. I've met Ellis Thompson.

9 Q. You also stated that he owns the
10 Atlantic City system. How do you know this?

11 A. That was communicated to me when I
12 first joined Comcast.

13 Q. Who communicated it to you?

14 A. I believe that communication came from
15 Anna Hillman.

16 Q. Can you recall what she said?

17 A. Not specifically, other than Ellis
18 Thompson was the owner of the license in Atlantic
19 City and that we had a management agreement with
20 Ellis Thompson to perform such duties as required
21 by them.

22 Q. Have you ever read the management
23 agreement for the Atlantic City system?

24 A. No, I have not.

25 Q. Have you ever had it explained to you,

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1 what it means?

2 A. Not in any detail.

3 Q. What did it mean to you then to hear
4 that there was a management agreement for the
5 Atlantic City system?

6 A. It meant that we were performing the
7 activities in the name and under the direction of
8 Ellis Thompson who owned the system, owned the
9 license.

10 Q. Did you approach the work you did which
11 related to the Atlantic City system any
12 differently than you did the work relating to the
13 Wilmington system?

14 A. Yes.

15 Q. How so?

16 A. For different activities such as
17 contract approvals, rate plan approvals,
18 promotion approvals, that type of activity was
19 communicated through Ellis Thompson before we
20 employed it in the marketplace in Atlantic City.
21 In Wilmington it was more of a direct employment
22 of those activities.

23 Q. You stated you met Ellis Thompson. Do
24 you recall how you met him?

25 A. Yes. A couple of years ago, he came

1 in, it was in the summertime, and David Watson
2 and myself met Ellis and David Lokting in
3 Philadelphia, drove down to Atlantic City,
4 basically showed Ellis around the operation, had
5 lunch, and then drove back. I think I saw him
6 one other time in -- at Swedesford Road in King
7 of Prussia, Ellis was up there for I think
8 another meeting.

9 Q. Do you ever report to Mr. Thompson?

10 A. How so?

11 Q. As an employee would report to his boss
12 or his superior.

13 A. No.

14 Q. Has Mr. Thompson ever given you
15 instructions?

16 A. No.

17 Q. Do you know David Lokting?

18 A. Yes.

19 Q. Who is he?

20 A. The way I understood it, David Lokting
21 represented Ellis Thompson in a legal respect.

22 Q. How did you come about that
23 understanding?

24 A. Through communication with Anna Hillman
25 and David Watson.

1 Q. Can you recall what they told you?

2 A. No, not directly.

3 Q. Has Mr. Lokting ever given you
4 instructions?

5 A. Instructions? No.

6 Q. How often would you say you have spoken
7 with Mr. Lokting?

8 A. I really only recall speaking with
9 David once, and that was when we met Ellis and
10 David in Philadelphia and during the course of
11 time that we spent with them that day.

12 Q. Other than the two meetings where you
13 mentioned meeting Mr. Thompson, did you have any
14 other contacts with Mr. Thompson, direct
15 contacts?

16 A. Not that I recall.

17 Q. Did you ever attend any of the
18 quarterly meetings for the Atlantic City system?

19 A. No.

20 Q. You mentioned the first time meeting
21 Mr. Thompson, you went to Atlantic City to have a
22 tour of the facilities. Can you recall what you
23 talked about with Mr. Thompson?

24 A. I don't remember talking about anything
25 specifically to him other than just relatively

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1 superficial communication about the office down
2 there. We didn't really have any conversations
3 about numbers or statistics or financials or
4 anything of that nature. Ellis was pretty quiet
5 to be honest with you during the course of the
6 trip. Most of the conversation was with David
7 Lokting.

8 Q. What type of office was it that you
9 toured in Atlantic City?

10 A. What type of office? We showed him the
11 retail store facility in the Shore Mall complex.

12 Q. And what was this time frame?

13 A. I believe this was in the summer of
14 '92.

15 Q. Does the Atlantic City system have any
16 business offices in Atlantic City or only a
17 retail office?

18 A. Right now only the retail office.

19 Q. Did it have business offices in the
20 summer of '92?

21 A. No, not if that was the time frame that
22 we had the retail facility, because the whole
23 operation moved into the retail store.

24 Q. At the time you were general manager in
25 Wilmington, did you have check signing authority

1 for the Atlantic City system?

2 A. Some check signing authority. Most of
3 the checks were signed by Anna Hillman and the
4 controller.

5 Q. Can you describe what your authority
6 was on signing checks?

7 A. I think there was a dollar limit
8 attached to it, but I don't recall what that was.

9 MR. WEBER: I am going to show the
10 witness a document to see if it refreshes his
11 memory as opposed to marking it as an exhibit.

12 THE WITNESS: I'm sure I've seen this
13 at some point in time.

14 BY MR. WEBER:

15 Q. Does this refresh your recollection
16 over what check signing authority you had?

17 A. Yes, it looks like up to \$5,000.

18 Q. You could sign a check up to 5,000?

19 A. That's the way I'm reading this.

20 Q. Do you have any independent
21 recollection of that?

22 A. No.

23 MR. WEBER: We can go ahead and mark
24 this as an exhibit.

25 I'd like to have this marked as Moir

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1 Exhibit 1. It's a three-page document titled
2 Policy Statement with Bates stamps AM 141418
3 through 141420.

4 (Moir Exhibit No. 1 was
5 marked for identification.)

6 BY MR. WEBER:

7 Q. You stated you do recognize this
8 document?

9 A. Yes.

10 Q. Can you recall in what context you may
11 have seen it previously?

12 A. I probably received it in distribution
13 and it was probably also filed in our policy
14 manual.

15 Q. Now, what, if anything, does this
16 document tell you about your check signing
17 authority?

18 A. All checks in excess of \$5,000 must
19 bear the signature of Ellis Thompson. And there
20 are also exceptions which are listed on the third
21 page which would require the signature of Ellis
22 Thompson and our corporate vice-president of
23 finance.

24 Q. If you look back at the second page,
25 your position would be what would be here as GM;

1 is that correct?

2 A. Correct.

3 Q. So actually would you have authority to
4 sign a check of up to 100,000 but have somebody
5 else's signature as well?

6 A. It appears so, yes.

7 Q. Can you recall at what point in time
8 you were given check signing authority?

9 A. Within a few months after I was
10 employed by Comcast, I'm not sure exactly how
11 long that took.

12 Q. Can you recall if you had any
13 discussions with anybody about being given the
14 authority to sign checks for the Atlantic City
15 system?

16 A. I don't recall any specific
17 discussions. We usually had a process for check
18 signing. Checks were basically distributed based
19 on who needed to sign the checks. That's the way
20 they arrived to me.

21 Q. Is this checks for all systems that
22 Comcast either owned or managed or just the
23 Atlantic City system?

24 A. All systems.

25 Q. And what types of checks would come for

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1 your signature?

2 A. All checks. You mean what types of
3 checks -- T and E checks, vendor related checks?

4 MR. GURMAN: Travel and entertainment
5 you mean?

6 THE WITNESS: Yeah, travel and
7 entertainment, I'm sorry. Roamer checks to other
8 carriers.

9 BY MR. WEBER:

10 Q. Would commission checks be the checks
11 that would come to you?

12 A. I think so, yes.

13 MR. GURMAN: Agent commissions.

14 BY MR. WEBER:

15 Q. That's what I meant, yes.

16 But at this time you cannot recall any
17 specific discussions you had with anybody about
18 check signing authority or limitations?

19 A. Not specifically.

20 Q. A moment ago we were discussing the
21 sales office in Atlantic City. Of some of the
22 other Comcast systems such as let's take the
23 Dover system, is there any business offices in
24 Dover?

25 A. Today there is a retail facility not

1 too much unlike what's in Atlantic City.

2 Q. But nothing beyond a retail facility?

3 A. Not today. At one time there was.

4 Q. Could you describe the retail facility
5 in Atlantic City.

6 A. It's a pad site.

7 Q. What is a pad site?

8 A. Like you see a bank branch in front of
9 a mall, that's usually what's referred to as a
10 pad site. I think the building was originally
11 one of the old tires, batteries, accessories
12 Sears buildings, where there used to be a Sears
13 store there. So it's an independent structure.
14 It has frontage to the road, it's configured as a
15 retail store with applicable signage, about 5,000
16 square feet.

17 Q. What type of employees are in this
18 office?

19 A. You have sales employees, you have
20 service technicians, administrative employees,
21 that's it.

22 Q. Are there any Comcast personnel in this
23 office who have any type of management control
24 over the operations of the Atlantic City system?

25 A. Yes.

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1 Q. Who are these personnel, what type of
2 people are these?

3 A. There is an individual called a general
4 sales manager who is located in that facility.

5 Q. And what type of management authority
6 does he have over the Atlantic City system?

7 A. Primarily sales and marketing.

8 Q. Of the other Comcast systems in the
9 same general northeast area, how many of the
10 others have only a sales office within their
11 market as opposed to an actual day-to-day
12 operations business office?

13 A. The Dover operation is set up very
14 similar to Atlantic City with a general sales
15 manager.

16 Q. Do any of the other systems have
17 similar operations?

18 A. Not to my knowledge. In Metrophone we
19 just opened a retail store in our Central Jersey
20 operation, but it will not have a general sales
21 manager.

22 Q. Do any of the Comcast markets have even
23 less than that, I mean no sales office within the
24 market?

25 A. I'm not sure I understand that.

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1 Q. Maybe we'll look at it a different
2 way. In the Mercer system, is there anything
3 beyond a sales office in that market?

4 A. No.

5 Q. What about the Long Branch market?

6 A. We have our salespeople, our sales
7 operation is housed with the administrative
8 operation for Long Branch.

9 Q. What do you mean by administrative?

10 A. Well, that's one of our functional
11 markets so our entire operation is housed in
12 Cranberry.

13 Q. I think you also mentioned you have or
14 do some work in establishing rates; is that
15 correct?

16 A. What type of rates?

17 Q. The cellular phone rates.

18 A. Rate plans?

19 Q. Yes.

20 A. Yes.

21 Q. Can you describe what you do to devise
22 a rate plan?

23 A. Well, we would look at what the
24 competition is offering on the street and then we
25 would put together a rate structure that would be

1 competitive or what we think would be
2 competitive, and then submit it to the
3 vice-president of sales and marketing and the
4 vice-president of finance to basically approve
5 that.

6 Q. How, if at all, would this be different
7 if you were devising a rate plan for the Atlantic
8 City system?

9 A. Ellis Thompson would have to approve
10 any rate plan before it was put on the street in
11 Atlantic City.

12 Q. At what point would Mr. Thompson become
13 involved in that process?

14 A. I'm not sure. Normally that
15 communication was between either Dave Watson or
16 Anna and David Lokting or Ellis.

17 Q. Do the rate plans change very often?

18 A. Often? Possibly once a year, once
19 every 18 months.

20 Q. Had you ever helped devise a rate plan
21 for the Atlantic City market?

22 A. Helped devise a rate plan?

23 Q. Or worked on a rate plan for the
24 Atlantic City market.

25 A. I probably passed judgment on a rate

1 plan that was generated for the Atlantic City
2 market.

3 Q. Who would have generated the rate plan?

4 A. It would have come out of our sales and
5 marketing department in Wilmington.

6 Q. And then it would have gone to you for
7 judgment?

8 A. And then to Anna Hillman and Dave
9 Watson.

10 Q. And they would have been the ones to
11 present it to Mr. Thompson?

12 A. That's the way I understand it, yes.

13 MR. WEBER: I would like to have this
14 marked as Moir Exhibit 2. It is a one-page memo
15 dated October 2, 1991, with a Bates stamp AM
16 143908.

17 (Moir Exhibit No. 2 was
18 marked for identification.)

19 BY MR. WEBER:

20 Q. Have you ever seen this memo before,
21 sir?

22 A. Yes.

23 Q. Do you recall the rate plan known as
24 the Ultra plan?

25 A. Yes.

1 Q. Have you seen the handwritten portion
2 on this memo previously?

3 A. I don't know, I don't recall.

4 Q. Can you recall any discussion that the
5 Ultra plan has to be preapproved by Jeff and
6 David as it states in the handwritten portion?

7 A. It was my understanding that all rate
8 plans are preapproved.

9 Q. You don't recall any discussions
10 specifically about the Ultra plan having to be
11 preapproved?

12 A. No, not any different than any other
13 rate plan.

14 Q. Did you do any work on establishing
15 rate plans for resellers as well?

16 A. No.

17 Q. Did you have any discussions that you
18 can recall with any parties showing an interest
19 in possibly reselling in the Atlantic City
20 market?

21 A. No. The only resellers we had were
22 U.S. Cellular and Motorola.

23 Q. Can you recall if any other parties
24 ever showed an interest?

25 A. In reselling?